

**November 2013 Disclosure of Records
Under Section 5.1
Illinois Riverboat Gambling Act
PAR-A-DICE GAMING CORPORATION**

5.1 Disclosure of Records

Notwithstanding any applicable statutory provision to the contrary, the Board shall, on written request from any person, provide information furnished by an applicant or licensee concerning the applicant or licensee, his products, services or gambling enterprises and his business holdings, as follows:

1. The name, business address and business telephone number of any applicant or licensee.

Response: Par-A-Dice Gaming Corporation
21 Blackjack Boulevard
East Peoria, IL 61611
Phone: (309) 699-7711

2. An identification of any applicant or licensee including, if an applicant or licensee is not an individual, the state of incorporation or registration, the corporate officers, and the identity of all shareholders or participants. If an applicant or licensee has a pending registration statement filed with the Securities and Exchange Commission, only the names of those persons or entities holding interest of 5% or more must be provided.

Response: State of Incorporation: Illinois

Officers and Directors

William S. Boyd	Director	
Keith E. Smith	Director	President and Secretary
Marianne Boyd Johnson	Director	Vice President
Theodore "Ted" Bogich		Vice President of Operations
Paul J. Chakmak		Vice President and Treasurer
Cori Rutherford		Vice President and General Manager

Shareholder

Boyd Gaming Corporation (100%)
3883 Howard Hughes Parkway, 9th Floor
Las Vegas, NV 89169

3. An identification of any business, including, if applicable, the state of incorporation or registration, in which an applicant or licensee or an applicant's or licensee's spouse or children has an equity interest of more than 5 %. If an applicant or licensee is a corporation, partnership or other business entity, the applicant or licensee shall identify any other corporation, partnership or business entity in which it has an equity interest of 5 % or more, including, if applicable, the state of incorporation or registration. This information need not be provided by a corporation, partnership or other business entity that has a pending registration statement filed with the Securities and Exchange Commission.

Response: Not Applicable

4. Whether the applicant or licensee has been indicted, convicted, pleaded guilty or nolo contendere, or forfeited bail concerning any criminal offense under the laws of any jurisdiction, either felony or misdemeanor (except for traffic violations) including the date, the

name and location of the court, arresting agency and prosecuting agency, the case number, the offense, the disposition and the location and length of incarceration.

Response: Par-A-Dice has not been indicted, convicted, pleaded guilty or nolo contender, or forfeited bail concerning any criminal offense under the laws of any jurisdiction, either felony or misdemeanor.

5. Whether an applicant or licensee has had any license or certificate issued by a licensing authority in Illinois or in any other jurisdiction denied, restricted, suspended, revoked or not renewed and a statement describing the facts and circumstances concerning the denial, restriction, suspension, revocation or non-renewal, including the licensing authority, the date each such action was taken, and the reason for each such action.

Response: Par-A-Dice has not had any license or certificate issued by a licensing authority in Illinois or any other jurisdiction, denied, restricted, suspended, revoked or not renewed during the current licensing period.

6. Whether an applicant or licensee has ever filed or had filed against it a proceeding in bankruptcy, or has ever been involved in any formal process to adjust, defer, suspend or otherwise work out the payment of any debt including the date of filing, the name and location of the court, the case and number of the disposition.

Response: Par-A-Dice has never filed or had filed against it a proceeding in bankruptcy and has not been involved in any formal process to adjust, defer, suspend or otherwise work out the payment of any debt.

7. Whether an applicant or licensee has filed, or been served with a complaint or other notice filed with any public body, regarding the delinquency in the payment of, or a dispute over the filings concerning the payment of, any tax required under federal, State or local law, including the amount, type of tax, the taxing agency and the time periods involved.

Response:

Federal

Par-A-Dice Gaming Corporation is included in the Federal consolidated income tax return filed by Boyd Gaming Corporation. The IRS completed an audit of the consolidated tax return for calendar years 2001 – 2004. The Company was notified on June 11, 2013 by the Appeals Division of the IRS that the Joint Committee on Taxation has approved our audit and the resulting refund. The Company received refunds totaling \$4,288,128 in August, 2013. The Company will file several state amended tax returns to reflect the state impact of the final IRS audit adjustments. None of the adjustments are directly related to the operations of Par-A-Dice Gaming Corporation. The IRS completed its fieldwork and issued a Revenue Agents Report related to its audit of the 2005-2009 federal consolidated income tax returns. The IRS assessed additional tax of \$6.2 million. Adjustments have been issued in connection with the depreciable lives of fixed assets and capitalized interest. The Company has filed a protest with the Appeals division of the IRS. Such adjustments relate to affiliates of Par-A-Dice Gaming Corporation included in the consolidated return and not directly to the operations of Par-A-Dice Gaming Corporation.

With the acceptance of Boyd Gaming Corporation's 2001-2004 IRS audit results by the Joint Committee on Taxation, the IRS has completed the audit of Borgata's federal tax return for years 2003 and 2004. The IRS completed its fieldwork and issued a Revenue Agents Report related to its audit of the 2005-

2009 federal tax return of the Borgata. The IRS has issued a Revenue Agents Report and the adjustment of \$18.1 million contained in its report relates primarily to carry forward adjustments from the 2003-2004 IRS audits. Since the Borgata is a partnership for federal taxation purposes, these adjustments are included in the appeals process for Boyd Gaming Corporation and Borgata's other partner.

The Company was notified on April 23, 2013 that IRS audit of Marina District Development Holding Company's 401(k) plan for the years 2007 and 2008 has been completed by the IRS. There were no proposed adjustments.

Kansas

Kansas Star Casino appealed its property tax valuation for the 2012 year to the Kansas Court of Tax Appeals. The Sumner County assessor has valued the property at \$90.8 million and the property's 3rd party expert appraisal values the property at \$64.3 million. The difference in valuation relates primarily to (1) inclusion of land options paid to 3rd parties and (2) the excess valuation of land due to the inclusion of intangible value based on the gaming license. We are valuing the land at approximately \$3,500 per acre, based on the sale of comparable agricultural parcels, exclusive of the intangible value associated with the gaming license. The assessor is valuing the land in excess of \$100,000 per acre. Prior to 2012, the land was valued as agricultural land. We are in agreement with the assessor's valuation of the improvements, which are being valued based on cost. The difference in tax based on the two valuations is approximately \$960,000 for 2012. The deadline for discovery has passed and we submitted our expert report on January 4, 2013. The County's expert report is due by February 15, 2013. The deposition deadline is May 16, 2013 and a scheduling conference will take place in June 2013. We had a hearing with the Kansas Court of Tax Appeals in October of 2013. The court has not yet issued a decision.

Louisiana

Boyd Gaming Corporation's 2007-2009 income/franchise tax returns are being audited by the State of Louisiana. The audit began on June 13, 2011. A proposed assessment was issued in September in the amount of \$1,067,807 plus interest. Adjustments were made to the apportionment factor and franchise tax base, resulting from the disallowance of a deduction related to intercompany debt.

Boyd Louisiana Racing, Inc.'s 2007-2009 income/franchise tax returns are being audited by the State of Louisiana. The audit began June 13, 2011. The Louisiana Department of Revenue concluded the audit in June, 2013 with no adjustments.

Boyd Kenner's income/ franchise tax returns for 2007-2009 were audited by the State of Louisiana. The audit started on June 13, 2011. The Louisiana Department of Revenue concluded the audit in August, 2013 with no adjustments.

Delta Downs sales and use tax returns were audited for the period January 2010 to December 2012. The audit commenced on March 25, 2013. Fieldwork has been completed. A proposed assessment has been issued in the amount of \$64,075 plus interest. The property has agreed to all but \$19,550 of the assessed tax. The disputed issue is related to tax on electricity allocated to the

racetrack. We disagree with this portion of the assessment since the racetrack is exempt from sales/use tax.

Mississippi

Boyd Tunica's sales and use tax returns for the periods June 2009 through August 2012 are being audited by the state of Mississippi. The Mississippi Department of Revenue has not yet issued a decision in connection with the audit.

Nevada

Boyd Gaming Corporation's Nevada subsidiaries filed refund claims with the Nevada Department of Taxation for the years 2000 – 2008 in connection with overpaid Use Tax on complimentary and employee meals. The consolidated Nevada refund claims are in the range of \$18.5 million to \$21.0 million, including interest. The Nevada Department of Taxation denied the refund claims and issued a deficiency assessment in the amount of \$19.8 million. The Department's denial was appealed in a hearing before the Administrative Law Judge (ALJ). The ALJ denied the refund claims and overturned the deficiency assessment. The Company appealed the ALJ's denial of the refund claims to the State Tax Commission. On January 23, 2012, the Nevada Tax Commission upheld the ALJ decision. The Company filed a petition for judicial review in District Court. On October 17, 2012, the District Court heard the case and reversed the Tax Commission's ruling on the employee meals but affirmed the decision on complimentary meals. The Company appealed the adverse decision on complimentary meals to the State Supreme Court. During the recently concluded 2013 Legislative Session, the Company, along with other members of the gaming industry reached an agreement with the State of Nevada. The Company forfeited its refund claims and the State retracted its deficiency assessments and passed legislation prospectively exempting such meals from sales or use tax. The agreement also contained a claw-back provision to require payment of a pro-rata portion of the refund in the event legislation subjecting such meals to taxation is passed during the following six years.

Boyd Development sales and use tax returns for the period July 2009 thru June 2012 were audited by the state of Nevada. The audit was finalized during third quarter of 2013 and the Department of Taxation issued a no-change letter.

Gold Coast Hotel & Casino sales and use tax returns for the period July 2009 thru June 2012 were audited by the state of Nevada. The audit was finalized during the first quarter of 2013, resulting in a tax assessment of \$33,000.

The Orleans Hotel & Casino sales and use tax returns for the period August 2009 thru July 2012 were audited by the state of Nevada. The audit has been completed and resulted in a tax assessment of approximately \$85,000 plus interest and penalties.

Suncoast Hotel & Casino sales and use tax returns for the period September 2009 thru August 2012 were audited by the state of Nevada. The audit was finalized during the fourth quarter of 2013, resulting in a refund of \$9,000.

Eldorado and Joker's Wild Casino sales and use tax returns for the period October 2009 thru September 2012 were audited on a combined basis by the state of Nevada. The audits are complete, resulting in a refund of \$59,000.

California Hotel & Casino is being audited for room tax for the period May 2009 thru April 2012 by the city of Las Vegas. The City of Las Vegas has issued a preliminary assessment for \$900,000, including penalties and interest. The audit findings are currently under discussion and a final assessment has not been issued.

New Jersey

Marina District Development Holding Company's state income tax returns filed for years 2003-2006 are currently under audit. No adjustments have been proposed as of the current date. The state agreed to postpone the audit until after the Federal audit was completed. Statute extensions have been signed through March 31, 2014.

Borgata has filed tax appeal complaints, in connection with its property tax assessments for tax years 2009 through 2013, in New Jersey Tax Court ("Court"). The trial for tax years 2009 and 2010 was held during the second quarter of 2013 and a decision was issued on October 18, 2013. The assessor valued Borgata's real property at approximately \$2.3 billion. The Court found in favor of the Borgata and reduced the real property valuation to \$880 million and \$870 million for tax years 2009 and 2010, respectively. The City of Atlantic City has indicated that they will appeal the decision. Borgata has paid its property tax obligations consistent with the assessor's valuation and based on the Court's decision, we estimate the 2009 and 2010 property tax refunds and related statutory interest will be approximately \$48.0 million and \$9.0 million, respectively. The trial for tax years 2011 through 2013 is scheduled to be held in January 2014 and we continue to pay our property tax obligations in accordance with the assessor's valuation.

Audit reports are available upon request.

8. A statement listing the names and titles of all public officials or officers of any unit of government, and relatives of said public officials or officers who, directly or indirectly, own any financial interest in, have any beneficial interest in, are the creditors of or hold any debt instrument issued by, or hold or have any interest in any contractual or service relationship with, an applicant or licensee.

Response: No public officials or officers or employees of any unit of government, or relatives of public officials, officers or employees hold or have any financial or beneficial interest in, are the creditors of, hold any debt instrument issued by or have any contractual service relationship with Par-A-Dice.

However, Boyd Gaming Corporation's common stock is listed on the New York Stock Exchange and its shares are, therefore, publicly traded. In addition, some of its shares are held by institutional investors, such as mutual funds, which have owners of beneficial interest. As such, it is possible that one or more shareholders are (i) public officials or officers or employees of a unit of government, or (ii) related to public officials, officers or employees. Furthermore, Boyd Gaming Corporation or its subsidiaries have issued registered notes which are listed on the New York Stock Exchange, and some of which are held by institutional investors, such as mutual funds, which have owners of beneficial interest. Therefore, it is possible that one or more owners of the registered notes are (i) public officials or officers or employees of a unit of government, or (ii) related to public officials, officers or employees. It is not possible for Boyd

Gaming Corporation to determine whether (i) any public officials or officers or employees of any unit of government or (ii) any relative of any such public officials, officers or employees or any unit of government hold or have any interest in any contractual or service relationship with, the Applicant or Licensee.

9. Whether an applicant or licensee has made, directly or indirectly, any political contribution, or any loans, donations or other payments, to any candidate or office holder, within 5 years from the date of filing the application, including the amount and the method of payment.

Response: See Boyd Gaming Corporation's Section 5.1 Disclosure of Records Exhibit 9. Par-A-Dice has not made any direct contributions since September 2008.

10. The name and business telephone number of the counsel representing an applicant or licensee in matters before the Board.

Response: Martha A. Sabol, Esq.
Greenberg Traurig
77 West Wacker Drive
Chicago, Illinois 60601
Phone: (312) 476-5114

11. A description of any proposed or approved riverboat gaming operation, including the type of boat, home dock location, expected economic benefit to the community, anticipated or actual number of employees, any statement from an applicant or licensee regarding compliance with federal and State affirmative action guidelines, projected or actual admissions and projected or actual adjusted gross gaming receipts.

Response: The Par-A-Dice vessel is a Casino Catamaran passenger vessel. Its home dock location is East Peoria, Illinois.

Expected economic benefit to Par-A-Dice's local communities during calendar year 2013 includes:

- Wagering taxes estimated to be \$28,074,415.
- Admission taxes estimated to be \$3,358,833.
- Sales and use taxes estimated to be \$442,537.
- Hotel/motel taxes estimated to be \$178,971.
- Real estate taxes actually paid of \$652,851.
- In-cash and in-kind charitable contributions estimated to approach or exceed \$420,000.
- Payroll and benefits estimated to approach \$26,374,783 to a local workforce with resulting increased economic activity in the communities.
- Expenditures for goods and services estimated to approach \$18,300,000, the majority of which will go to Illinois vendors, with resulting increased economic activity in the communities.

During 2013, Par-A-Dice's average number of employees was 800, and its average number of FTEs was 652.

Par-A-Dice's projected admissions for 2013 are 1,119,611 and its projected adjusted gross gaming receipts are \$109,876,578.

See Exhibit 11 for the Economic Impact Statement for Par-A-Dice Gaming Corporation for 2012.

12. A description of the product or service to be supplied by an applicant for a supplier's license.

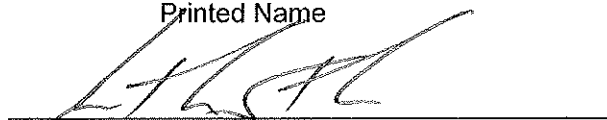
Response: Not Applicable

I swear and affirm that I have reviewed the information contained in this application and certify that the information contained therein is true, complete and accurate to the best of my knowledge and belief.

(Filed in connection with the license update information of Par-A-Dice Gaming Corporation)

Keith E. Smith, President and Secretary

Printed Name



Signature

12-2-13

Date